

RECORDATION NO. 17521-000 FILED

ALVORD AND ALVORD
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WASHINGTON, D.C.

SEP 20 '05 12:34 PM

SURFACE TRANSPORTATION BOARD

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ELLSWORTH C. ALVORD (1964)

20036

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September 20, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of the following secondary document: Bill of Sale and Partial Release, dated as of March 11, 2005.

The enclosed document relates to the Equipment Lease (GATC Trust No. 91-1) and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 17521.

The names and addresses of the parties to the enclosed documents are:

Owner Trustee: U.S. Bank National Association
(successor to State Street Bank
and Trust Company)
Goodwin Square
225 Asylum Street
23rd Floor
Hartford, CT 06103

Indenture Trustee: BNY Midwest Trust Company
2 North LaSalle Street, 10th Floor
Chicago, IL 60602

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A description of the railroad equipment covered by the enclosed documents is:

2 Railcars: GATX 029904 and GATX 053916

A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 17521-0101 FILED

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BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

U.S. Bank National Association, successor to State Street Bank and Trust Company, successor to The Connecticut National Bank, not in its individual capacity, but solely as owner trustee under GATC Trust 91-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 91-1) dated as of September 5, 1991 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 029904 and GATX 053916 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

BNY Midwest Trust Company, as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 91-1) dated as of September 5, 1991 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: March 11, 2005

U.S. Bank National Association, successor to
State Street Bank and Trust Company, not in its
individual capacity, but solely as Owner Trustee

By: 
Title: Vice President

BNY Midwest Trust Company, not in its individual
capacity, but as Indenture Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

U.S. Bank National Association, successor to State Street Bank and Trust Company, successor to The Connecticut National Bank, not in its individual capacity, but solely as owner trustee under GATC Trust 91-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 91-1) dated as of September 5, 1991 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 029904 and GATX 053916 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

BNY Midwest Trust Company, as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 91-1) dated as of September 5, 1991 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: March 11, 2005

U.S. Bank National Association, successor to
State Street Bank and Trust Company, not in its
individual capacity, but solely as Owner Trustee


By: _____
Title: _____

BNY Midwest Trust Company, not in its individual
capacity, but as Indenture Trustee

By:  _____
Title: VICE PRESIDENT

State of Connecticut)
) SS:
County of Hartford)

On the 8th day of August, 2005, before me personally appeared Philip G. Kane, Jr. to me known, who being by me duly sworn, say that he/she is a Vice President of U.S. Bank National Association, successor to State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

My commission expires:

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 2010

State of Illinois)
) SS:
County of Cook)

On the ___ day of _____, 2005, before me personally appeared _____, to me known, who being by me duly sworn, says that he/she is a _____ of BNY Midwest Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires

State of Connecticut)
) SS:
County of Hartford)

On the ____ day of _____, 2005, before me personally appeared _____ to me known, who being by me duly sworn, say that he/she is a _____ of U.S. Bank National Association, successor to State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

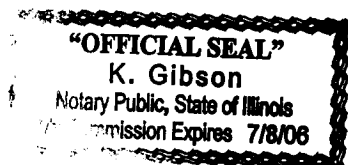
Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 14th day of MARCH, 2005, before me personally appeared J. BARTOLINI to me known, who being by me duly sworn, says that ~~he~~/she is a VICE PRESIDENT of BNY Midwest Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and ~~he~~/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



K. Gibson
Notary Public

[Notarial Seal]

My commission expires 7/8/06